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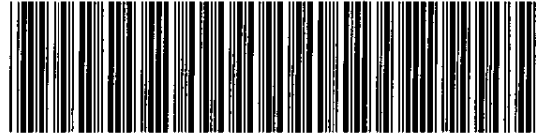
(Business Entity Name)

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2008 DEC 29 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch DEC 30 2008

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Quail Ridge Owner's Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate  
+ 7.00 =

**ADDITIONAL COPY REQUIRED**

\$94.50  
for \$1.00 per  
page over 8 pages.

FROM: Edwin Henry - Henry Company Homes  
Name (Printed or typed)

4229 Hwy 90 East  
Address

Pace FL 32571  
City, State & Zip

850-994-0984  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles. ✓**

2008 DEC 29 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

Quail Ridge Owner's Association, Inc.  
(A Corporation Not for Profit)

## ARTICLE I

Name

The name of the Corporation shall be Quail Ridge Owners Association, Inc. (hereinafter called "Association").

## ARTICLE II

Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain declaration of covenants, conditions and restrictions, entitled Declaration of Covenants, Conditions and Restrictions for Quail Ridge Subdivision (hereinafter called "Covenants") has been imposed by U.I.L. Family Limited Partnership, a Florida Limited Partnership, hereinafter referred to as "Declarant" upon certain lands located in Escambia County, Florida, and the terms defined therein are incorporated herein by reference and made a part hereof. Said Covenants, among other things, establishes and designates that said land shall be known as Quail Ridge Subdivision. This Association is organized for the general purpose of functioning as the property owners association of Quail Ridge Subdivision and serving as the instrumentality of the property owners of Quail Ridge Subdivision for the purpose of controlling and regulating the activities within and the development and for the maintenance of Quail Ridge Subdivision. The specific purposes for which this Association is formed include, but are not limited to, the following:

- A. To provide for the promotion, construction, regulation, maintenance and preservation of Quail Ridge Subdivision.
- B. To provide for the regulation, maintenance and control of the parking areas, landscaping and other common facilities and properties within Quail Ridge Subdivision.
- C. To acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners association.
- D. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Covenants for Quail Ridge Subdivision.
- E. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members, as it may deem proper.

## ARTICLE III

Principal Place of Business

The principal place of business of the Association shall be at 4229 Highway 90 East, Pace, FL 32571 or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

## ARTICLE IV

### Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the Covenants for Quail Ridge Subdivision. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.
2. To acquire liens against all Lots for assessments.
3. To subordinate, in its sole discretion, any liens acquired by the Association.
4. To use the proceeds of assessments in the exercise of its powers and duties.
5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.
6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.
7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
8. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.
9. To make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.
10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, and Covenants for Quail Ridge Subdivision, or otherwise on the land within Quail Ridge Subdivision.
11. To enforce by legal means the provisions of these Articles, the By-Laws of the Association, the Covenants for Quail Ridge Subdivision, and all rules and regulations for the construction, maintenance, and use of the properties of the members.
12. To manage, operate and maintain any of its Association properties, and to maintain privately owned properties as provided in the Declaration, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association.
13. To employ personnel to perform the services required to carry out the purposes of this Association.
14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes and to annex additional properties to the properties subject to the jurisdiction of this Association.

B. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles.

## ARTICLE V

### Members

A. Members of the Association shall be each Covenants.

B. Change of membership shall be established by recording in the Public Records of Escambia County, Florida, a deed or other instrument establishing record fee title to a Lot or by assignment of the contract to purchase the lot and by the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Association and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said Owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not however, limit this Association's powers or privileges.

C. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the real property.

D. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

E. If ownership of a Lot is vested in more than one person, then all of the persons so owning the interest shall be members. However, the provisions of Article VI below shall determine the number of votes cast by such members.

F. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Association.

## ARTICLE VI

### Voting

SECTION 1. MEMBERSHIP: Every Owner of a lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. There shall be only one vote per lot, regardless of how many individuals own a single lot.

SECTION 2. VOTING CLASSES: The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners, with the exception of declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in a given lot, all such persons shall be members and the vote for such lot shall be exercised as they may determine among themselves. In no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. Class B members shall be declarant, who shall be entitled to exercise four (4) votes for each lot owned. Class B membership shall cease and be converted to Class

A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

## ARTICLE VII

### Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said board shall consist of not less than three (3) Directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Association.

D. The first election of the Directors by members shall not be held until Class B membership ceases to exist, or until the Declarant, in its sole discretion, shall consent thereto. Until such time, the Declarant shall have the right to appoint all members of the Board of Directors. This right may be relinquished, in whole or in part, by the consent of the Declarant in its sole discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and the Declarant shall file any vacancies in their number occurring before the first election. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Association. Subsequent thereto, however, Directors must be members of the Association.

E. The names and addresses of the members of the first Board of Directors, who will hold office until their successors are elected to have qualified, or until removed, are as follows:

Edwin A. Henry  
4229 Highway 90 East  
Pace, FL 32571

Edwin A. Henry  
4229 Highway 90  
Pace, FL 32571

Edwin A. Henry  
4229 Highway 90 East  
Pace, FL 32571

## ARTICLE VIII

### Officers

The affairs of the Association shall be administered by a President, Vice President, Secretary and Treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Association. Said officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

President -

Edwin Henry  
4229 Highway 90 East  
Pace, FL 32571

Vice-President - Edwin Henry  
4229 Highway 90 East  
Pace, FL 32571

Secretary/Treasurer - Edwin Henry  
4229 Highway 90 East  
Pace, FL 32571

#### ARTICLE IX Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manner:

A. Any Director or Officer may be removed with or without cause and for any reasons, upon a petition in writing of ten percent (10%) of the members of the Association and approved, at a meeting of the members called at least in part for that purpose by a two-thirds (2/3) vote of the members voting at such a meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for the purpose; or

C. During the period of time that the Declarant has or retains the right of appointment of members of the Board of Directors, any members of the Board of Directors may be removed with or without cause by the Declarant at its discretion.

#### ARTICLE X Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approved such settlement and reimbursement as being in the best interests of the Association.

#### ARTICLE XI By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- (1). Notice of the meeting shall contain a statement of the proposed amendment.
- (2). The amendment shall be altered by the majority vote of the members voting at such meeting.

## ARTICLE XII

### Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing provided such votes are delivered to the Secretary of the Association at or prior to the meeting.

B. Notice of the subject matter of proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or

3. Prior to the first election of Directors by the members, by approval of not less than fifty-one (51%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without unanimous written consent or the vote of all members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Escambia County, Florida.

## ARTICLE XIII

### Prohibition Against Issuance of Stock and Distribution of Income

This Association shall never have nor issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors or Officers. Nothing herein, however, shall be constructed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by statute.



ARTICLE XIV  
Contractual Powers

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is partly or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV  
Term

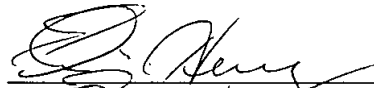

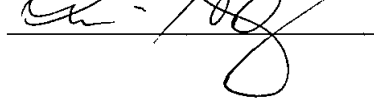
The term of this Association shall be perpetual.

ARTICLE XVI  
Subscribers

The name and address of the subscribers of these Articles of Incorporation are as follows:

Edwin A. Henry  
4229 Hwy 90 East  
Pace, FL 32571

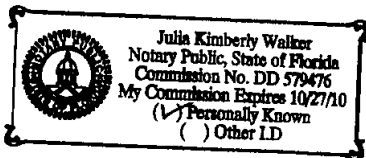
WITNESS the hand and seal of the incorporator of these Articles of Incorporation this 19<sup>th</sup> day of December, 2008.

 (signature)  
 (signature)  
 (signature)

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Edwin A. Henry, and that he acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of December, 2008.



*Julia Kimberly Walker*  
Notary Public State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OR PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

QUAIL RIDGE OWNER'S ASSOCIATION, INC., a corporation not for profit, desiring or organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Escambia, State of Florida, has named Edwin A. Henry, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in its capacity and agree to comply with the provision of said Act relative to keeping open said office.

Edwin A. Henry  
4229 Hwy 90 East  
Pace, FL 32570  
Name and Address of Agent

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*[Signature]*  
\_\_\_\_\_  
Signature/Registered Agent

12-19-08  
\_\_\_\_\_  
Date

*[Signature]*  
\_\_\_\_\_  
Signature/Incorporator

12-19-08  
\_\_\_\_\_  
Date